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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re
DPH HOLDINGS CORP., et al.,
Reorganized Debtors.

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

**JOINT STIPULATION AND AGREED ORDER BETWEEN
REORGANIZED DEBTORS AND VANGUARD DISTRIBUTORS, INC.
WITHDRAWING PROOF OF CLAIM NUMBERS 9314, 9319, 9318, 16502 AND 16908**

(VANGUARD DISTRIBUTORS, INC.)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the “Reorganized Debtors”) and Vanguard Distributors, Inc. (the “Claimant”) respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Vanguard Distributors, Inc. Withdrawing Proof Of Claim Numbers 9314, 9319, 9318, 16502 and 16908 (the “Stipulation”) and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates including Delphi Automotive Systems LLC (“DAS LLC”), former debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), filed voluntary

petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

WHEREAS, on July 11, 2006, the Claimant filed proof of claim numbers 9314, 9318, 9319 and, on January 26, 2007 filed proof of claim number 16502, against Delphi asserting a general unsecured claim in the amount of \$3,263,798.26 (hereinafter all together "Unsecured Claims").

WHEREAS, on June 25, 2009, the Claimant filed proof of claim number 16908 against Delphi asserting an administrative claim in the amount of \$1,645,315.51 ("Admin Claim") (Admin Claim together with Unsecured Claim hereinafter referred to as "Claims")

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to Order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests."

WHEREAS, to resolve the Claims, the Reorganized Debtors and the Claimant entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that each of the Claims will be withdrawn with prejudice.

NOW, THEREFORE, the Reorganized Debtors and the Claimant stipulate and agree as follows:

1. Claims 9314, 9319, 9318, 16502 and 16908 are hereby deemed withdrawn with prejudice.
2. All responses and other papers filed in connection with Claims 9314, 9319, 9318, 16502 and 16908, by either Party, are hereby deemed withdrawn with prejudice.
3. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

It is so ordered in White Plains, New York, this 17th day of November, 2011

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND APPROVED FOR ENTRY:

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